

**REGD. OFFICE :**

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CIN : L85110KA1993PLC015091 .

**NOTICE**

18<sup>th</sup> July, 2020

To  
All Directors  
Cerebra Integrated Technologies Limited  
Bangalore

Dear Sir/Madam

This is to inform you that the 2<sup>nd</sup> Meeting of FY 2020-21 of the Board of Directors of Cerebra Integrated Technologies Limited will be held as per details below:

Time : 02:00 PM

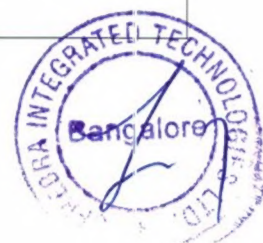
Date : Monday, 27<sup>th</sup> July, 2020

Due to current Covid-19 situation, the Meeting will be convened through Video Conference (VC) or Other Audio-Visual Means (OAVM) as per the provisions of the Companies Act, 2013 and Rules made there under, as amended from time to time.

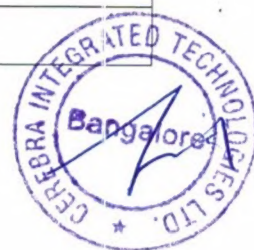
Procedure / instructions to attend the Meeting through VC or OAVM will be sent separately.

Agenda for the Meeting is as follows:

| Sl. No. | Particulars   |
|---------|---|
| 1.      | Leave of absence to Directors, if any   |
| 2.      | To take note of the Minutes of the previous Board Meeting   |
| 3.      | To take note of the Minutes of the previous Audit Committee Meeting<br>Nomination and Remuneration Committee Meeting, Stakeholders<br>Relationship Committee Meeting and Corporate Social Responsibility<br>Committee Meeting |
| 4.      | To take note of Disclosures of Interests by the Directors under the<br>provisions of Section 184(1) of the Companies Act, 2013  |



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| 5.  | To take note of Declarations by the Directors under the provisions of Section 164(2) of the Companies Act, 2013  |
| 6.  | To take note of Declarations under the provisions of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 (as amended) by the Independent Directors  |
| 7.  | To review the Related Party Transactions held during the quarter ended 31 <sup>st</sup> March, 2020 and also grant omnibus approval for the related party transactions to be entered in the financial year 2020-21 as recommended by the Audit Committee |
| 8.  | To note and record compliances on Statutory matters for the 4 <sup>th</sup> quarter ended 31 <sup>st</sup> March, 2020   |
| 9.  | To note and record Reconciliation of Share Capital Audit Report for the 4 <sup>th</sup> quarter ended 31 <sup>st</sup> March, 2020   |
| 10. | To consider the payment of remuneration to the Statutory Auditors  |
| 11. | To ratify the action taken for the purchase/sale/write-off of fixed assets, if any during the financial year 2019-20   |
| 12. | To consider and approve the Audited Financial Results (Standalone and Consolidated) for the 4 <sup>th</sup> quarter and for the financial year ended 31 <sup>st</sup> March, 2020  |
| 13. | To consider and approve the Board's Report for the financial year ended 31 <sup>st</sup> March, 2020   |
| 14. | To take note of the Financial Statements and Minutes of the Meetings of the Subsidiary Companies   |
| 15. | To appoint Mr. Parthasarathi Naik (holding DIN:08707417) as an Additional and Independent Director of the Company  |
| 16. | To appoint Statutory Auditors of the Company   |
| 17. | To consider and amend the Policy of Code of Conduct for Prevention of Insider Trading to be in line with Stock Exchange Board of India Notifications   |
| 18. | To reconstitute the Internal Complaint Committee pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013   |
| 19. | To take note of the Internal Audit Report for the 4 <sup>th</sup> quarter ended 31 <sup>st</sup> March, 2020 and Compliances thereof   |
| 20. | Updates on Corporate Social Responsibility (CSR) activities undertaken by the Company for the financial year 2019-20 and to consider the CSR Budget for the financial year 2020-21   |
| 21. | To update on the status of Reduction of Share Capital of the Company   |
| 22. | To update on the status of ESOP related matters  |






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|-----|--|
| 23. | To update on the status of Issue of Warrants   |
| 24. | To approve and adopt the Business Responsibility Policy  |
| 25. | To grant authorization for filing forms with Ministry of Corporate Affairs                           |
| 26. | To review the business of the Company  |
| 27. | Any other business with the permission of the chair and consent of majority of the Directors present |

Please make yourselves convenient to attend the Meeting.

Thanking you

Yours truly

**For Cerebra Integrated Technologies Limited**

  
**Shridhar S Hegde**  
**Whole Time Director**  
**DIN: 01247342**



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